

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

<p>STEPHEN GRAY, individually and on behalf of all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>CITIGROUP INC., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 07 Civ. 9790 (SHS)</p> <p>ECF Case</p>
<p>SHAUN ROSE, individually and on behalf of all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>CITIGROUP INC., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 07 Civ. 10294 (SHS)</p> <p>ECF Case</p>
<p>MEREDITH TRANBERG, individually and on behalf of all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>CITIGROUP INC., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 07 Civ. 10341 (SHS)</p> <p>ECF Case</p>
<p>ANTON K. RAPPOLD, individually and on behalf of all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>CITIGROUP INC., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 07 Civ. 10396 (SHS)</p> <p>ECF Case</p>
<p>SAMIER TADROS, on behalf of all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>CITIGROUP INC., <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 07 Civ. 10442 (SHS)</p> <p>ECF Case</p>

STEPHAN FIORINO, individually and on behalf of all others similarly situated, Plaintiff, v. CITIGROUP INC., <i>et al.</i> , Defendants.	No. 07 Civ. 10458 (SHS) ECF Case
JAMES BOLLA, individually and on behalf of all others similarly situated, Plaintiff, v. CITIGROUP INC., <i>et al.</i> , Defendants.	No. 07 Civ. 10461 (SHS) ECF Case
MARK GEROULO, individually, on behalf of the CITIGROUP 401(k) Plan, the CITIBUILDER 401(k) PLAN FOR PUERTO RICO, and all others similarly situated, Plaintiff, v. CITIGROUP, INC., <i>et al.</i> , Defendants.	No. 07 Civ. 10472 (SHS) ECF Case
ALAN STEVENS, on behalf of himself and all others similarly situated, Plaintiff, v. CITIGROUP INC., <i>et al.</i> , Defendants.	No. 07 Civ. 11156 (SHS) ECF Case
STEVEN GOLDSTEIN, on behalf of himself and a class of persons similarly situated, Plaintiff, v. CITIGROUP INC., <i>et al.</i> , Defendants.	No. 07 Civ. 11158 (SHS) ECF Case

CHRIS SOUTHARD, on behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., *et al.*,

Defendants.

No. 07 Civ. 11164 (SHS)

ECF Case

WILLIAM and PATRICIA WOODWARD,
Individually and On Behalf of All Others Similarly
Situating,

Plaintiffs,

v.

CITIGROUP INC., *et al.*,

Defendants.

No. 07 Civ. 11207 (SHS)

ECF Case

FRANCIA BRICK, individually and on behalf of all
others similarly situated,

Plaintiff,

v.

CITIGROUP INC., *et al.*,

Defendants.

No. 07 Civ. 11369

ECF Case

**DEFENDANTS' RESPONSE TO PLAINTIFFS SHAUN ROSE AND MARK
GEROULO'S SUPERSEDING MOTION FOR CONSOLIDATION**

Thirteen purported ERISA class actions arising out of the same alleged operative facts concerning Citigroup's mortgage securitization business are currently pending in the Southern District of New York.¹ As the Court is aware, two motions for consolidation (by plaintiffs *Gray*, *Tadros* and *Bolla* and by plaintiff *Goldstein*) were previously filed. Defendants responded to those motions on December 13, 2007 (the

¹ Since the Court's December 19, 2007 Order, one additional ERISA action was filed: *Brick v. Citigroup Inc., et al.*, No. 07 Civ. 11369. Consistent with the December 19 Order, the caption above reflects that all the cases (except *Brick*) are now pending before Judge Stein, even though the dockets in several of these cases do not yet reflect assignment to Judge Stein.

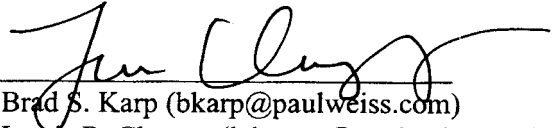
“December 13 Response”). Since that response, plaintiffs *Rose* and *Geroulo* filed a motion for consolidation and then a superseding motion for consolidation. Pursuant to the Court’s December 19, 2007 Order, Defendants respectfully submit this response to that motion.

Defendants incorporate all arguments made in the December 13 Response.² In particular, Defendants agree that all of the currently pending ERISA actions and any subsequently filed ERISA actions should be consolidated before Judge Stein. Defendants continue to take no position on the various requests for appointment of interim lead plaintiffs and interim lead counsel.

² As discussed in the December 13 Response, defendants continue to reserve any and all defenses, objections or arguments, including, but not limited to, lack of personal jurisdiction, improper venue, lack or insufficiency of process, or lack or insufficiency of service of process.

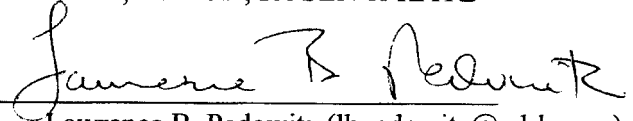
Dated: January 4, 2008
New York, New York

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: 
Brad S. Karp (bkarp@paulweiss.com)
Lewis R. Clayton (lclayton@paulweiss.com)

1285 Avenue of the Americas
New York, New York 10019-6064
Tel. (212) 373-3000
Fax (212) 757-3980

WACHTELL, LIPTON, ROSEN & KATZ

By: 
Lawrence B. Pedowitz (lbpedowitz@wlrk.com)
George T. Conway (gtconway@wlrk.com)
Jonathan M. Moses (jmmoses@wlrk.com)
John F. Lynch (jflynch@wlrk.com)

51 West 52nd Street
New York, New York 10019-6150
Tel. (212) 403-1000
Fax (212) 403-2000

Attorneys for Defendants

AFFIDAVIT OF SERVICE BY FIRST CLASS MAIL

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Austin K. Wilkinson, being duly sworn, deposes and says:

1. I am not a party to this action, am over 18 years of age and am employed by Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019.

2. On January 4, 2008, I served true copies of the attached
DEFENDANTS' RESPONSE TO PLAINTIFFS SHAUN ROSE AND MARK
GEROULO'S SUPERSEDING MOTION FOR CONSOLIDATION on the following:

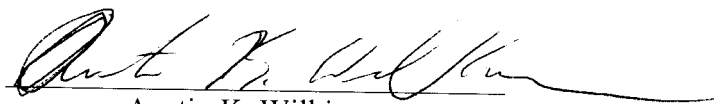
Justin Michael Tarshis, Esq.
Zwerling, Schachter & Zwerling
41 Madison Avenue
New York, NY 10010
Attorney for Anton K. Rappold

Jeffrey H. Squire, Esq.
Bragar Wexler & Eigel, P.C.
885 Third Avenue
Suite 3040
New York, NY 10022
Attorney for Meridith Tranberg

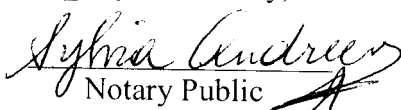
Thomas James McKenna, Esq.
Gainey & McKenna, LLP
295 Madison Avenue
4th Flr.
New York, NY 10017
Attorney for Chris Southard

Lori Gwen Feldman, Esq.
Arvind Khurana
Milberg Weiss Bershad & Schulman LLP
One Pennsylvania Plaza
New York, NY 10119
Attorney for Alan Stavens

3. I made such service by personally enclosing true copies of the aforementioned document in a properly addressed prepaid wrapper and depositing it into an official depository under the exclusive custody and care of the United States Postal Service in the State of New York.


Austin K. Wilkinson

Sworn to before me this
4th day of January, 2008


Notary Public

SYLVIA ANDREEV
Notary Public, State of New York
No. 01AN6119735
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Dec. 6, 2008